

GARDNER DENVER INC
Form 4
December 11, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHULL J DENNIS

(Last) (First) (Middle)

**GARDNER DENVER, INC., 1800
GARDNER EXPRESSWAY**

(Street)

QUINCY, IL 62301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exe. VP/Gen. Man., Comp. Div.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/07/2006		S	1,900 D \$ 37.92	51,182	D	
Common Stock	12/07/2006		S	1,300 D \$ 37.91	49,882	D	
Common Stock	12/07/2006		S	6,900 D \$ 37.9	42,982	D	
Common Stock	12/07/2006		S	100 D \$ 37.77	42,882	D	
Common Stock	12/07/2006		S	8,300 D \$ 37.75	34,582	D	

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Common Stock	12/07/2006	S	500	D	\$ 37.74	34,082	D
Common Stock	12/07/2006	S	900	D	\$ 37.73	33,182	D
Common Stock	12/07/2006	S	300	D	\$ 37.72	32,882	D
Common Stock	12/07/2006	S	100	D	\$ 37.7	32,782	D
Common Stock	12/07/2006	S	100	D	\$ 37.69	32,682	D
Common Stock	12/07/2006	S	400	D	\$ 37.68	32,282	D
Common Stock	12/07/2006	S	400	D	\$ 37.67	31,882	D
Common Stock	12/07/2006	S	500	D	\$ 37.66	31,382	D
Common Stock	12/07/2006	S	7,000	D	\$ 37.65	24,382	D
Common Stock	12/07/2006	S	100	D	\$ 37.63	24,282	D
Common Stock	12/07/2006	S	500	D	\$ 37.61	23,782	D
Common Stock	12/07/2006	S	100	D	\$ 37.6	23,682	D
Common Stock	12/07/2006	S	400	D	\$ 37.59	23,282	D
Common Stock	12/07/2006	S	500	D	\$ 37.58	22,782	D
Common Stock	12/07/2006	S	3,900	D	\$ 37.57	18,882	D
Common Stock	12/07/2006	S	200	D	\$ 37.56	18,682	D
Common Stock	12/07/2006	S	800	D	\$ 37.55	17,882	D
Common Stock	12/07/2006	S	200	D	\$ 37.53	17,682	D
Common Stock	12/07/2006	S	2,800	D	\$ 37.52	14,882	D
Common Stock	12/07/2006	S	200	D	\$ 37.51	14,682	D
	12/07/2006	S	1,700	D	\$ 37.5	12,982	D

Common
Stock

Common
Stock

22,358 ⁽¹⁾ I

401K and
Excess
Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHULL J DENNIS
GARDNER DENVER, INC.
1800 GARDNER EXPRESSWAY
QUINCY, IL 62301

Exe. VP/Gen. Man., Comp. Div.

Signatures

/s/ J. Dennis
Shull

12/11/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Between 9/7/06 and 12/7/06, the reporting person acquired 61 shares under Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental Excess Defined Contribution Plan. The information reported herein is based on a report dated as of 12/7/06 from the Plan's recordkeeper, JP Morgan.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for J. Dennis Shull, pursuant to Power of Attorney dated August 29, 2002 and filed with the SEC on October 2, 2002.

Form 4 Filing 2 of 2 (continuation report). Related transactions effected by the Reporting Person on December 7, 2006 are reported on additional Forms 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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